

MEMORANDUM OF LEASE AGREEMENT

THIS LEASE AGREEMENT is made and entered into by and between Ware Properties, L.L.C., a Mississippi limited liability company ("Lessor"), and Dolgencorp, Inc., a Kentucky corporation ("Lessee"), as of the 13th day of January, 2003.

I. LEASED PREMISES

Lessor leases to Lessee a Dollar General Store, including related parking and driveways (collectively, the "Leased Premises"), which real property is described on Exhibit "A," which is attached hereto and incorporated herein by reference (the "Land").

II. LEASE TERM

A. Lease COMMENCEMENT AND TERMINATION OF TERM. This Lease Agreement shall commence on ~~September 1~~^{June 1}, 2003, (the "Commencement Date"), and, subject to the terms of this Lease Agreement, shall continue through May 31, 2013. *Turnover date Sept. 1, 2003*

B. OPTION TO EXTEND. Lessee shall have the option to extend the term of this Lease for three (3) successive periods of five (5) years each, upon the same terms and conditions as set forth in the Lease, except as to term, rent and number of renewals.

III. ASSIGNMENT AND SUBLEASING

Lessee shall not assign this Lease Agreement or sublet all or any part of the Leased Premises without the prior written consent of Lessor. Lessor covenants that its consent shall not be unreasonably withheld. Following any subletting or assignment the Lessee shall not be relieved from any of the terms and conditions of this Lease.

This Lease Agreement is subject to the terms, conditions, and restrictions contained in that certain unrecorded Lease Agreement between the Lessor and the Lessee dated the 8th day of May, 2003.

STATE MS.-DE SOTO CO.
FILED

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W.E. DAVIS CH. CLK.

WARE PROPERTIES, LLC, a Mississippi limited liability company

By:

Samuel L. Ware, Sr.
Samuel L. Ware, Sr., Member

DOLGENCORP, INC.

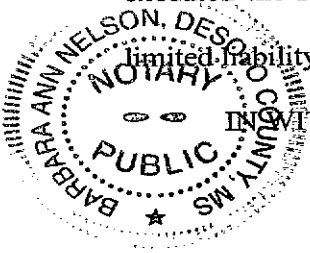
By: Terri Holder
 Terri Holder, Director of Company Growth
 Administration

LESSOR AS LIMITED LIABILITY COMPANY

STATE OF MISSISSIPPI)
) SS
 COUNTY OF DESOTO)

On this the 8th day of May, 2003, before me, the undersigned officer, personally appeared Samuel L. Ware, Sr, who acknowledged himself to be the Member of Ware Properties, LLC, a Mississippi limited liability company, and that he, as such Member, being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as Member.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Barbara Ann Nelson
 Notary Public

My Commission Expires:

May 21, 2006

LESSEE

STATE OF TENNESSEE)
) SS
 COUNTY OF DAVIDSON)

On this the 15th day of may, 2003, before me, the undersigned officer, personally appeared Terri Holder, Director of Company Growth Administration of Dolgencorp, Inc., and that she as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein

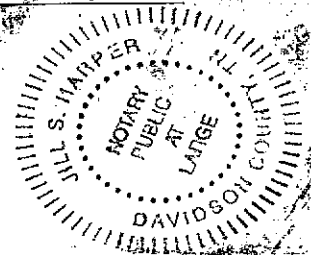
contained, by signing the name of corporation by herself as Director of Company Growth Administration.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Notary Public

Jill S. Harper
Notary Public at Large
Davidson County, TN



My Commission Expires:

My Commission Expires March 26, 2005

PREPARED BY AND RETURN TO:

Gary P. Snyder, Watkins Ludlam Winter & Stennis, P.A., P.O. Box 1456, Olive Branch, MS 38654

Telephone: 662-895-2996.

EXHIBIT "A"

Legal description of a 0.9928 acre tract of land located in the Northwest Quarter of the Northeast Quarter of Section 24, Township 2 South, Range 8 West, DeSoto County, Mississippi and is further described as follows:

Commencing at a point being the Northwest Corner of the Northwest Quarter of Section 24, Township 2 South, Range 8 West, DeSoto County, Mississippi; thence S 89° 16' 16" E, 2964.09 feet to a point; thence S 04° 35' 20" E 792.3 feet to the Beginning at a ½" rebar set, said point being the POINT OF BEGINNING; thence S 04° 35' 20" E, a distance of 160.17 feet to an iron pin found; thence S 88° 02' 46" W a distance of 270.29 feet to a ½" rebar set; thence N 04° 35' 20" W, a distance of 160.17 feet to a ½" rebar set; thence N 88° 02' 46" E, a distance of 270.29 feet to the POINT OF BEGINNING. Containing 43,246.58 square feet or 0.9928 acres, more or less.